

Exhibit J

From: [Molly Graver](#)
To: [Jordan C. Alaimo](#)
Cc: [Michael E. Condon](#)
Subject: View.MacKenzie.sales.Stipulation .docx
Date: Thursday, June 27, 2019 11:14:49 AM
Attachments: [DOJ STIPULATION.pdf](#)
 [ATT00001.txt](#)

Jordan,

I know you mentioned that there are other law firms involved in handling these real estate transactions with the DOJ. When I open up the draft Stipulation that DOJ sent us, I see red-line. But when I forward it to you, the red-line is not appearing. Therefore, I've attached a pdf of the red-line for you to see. It's clear based on the attached that this Stipulation was red-lined off of another Morgan deal so this procedure has been followed before with respect to the Morgan properties.

Molly

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*** CONFIDENTIALITY NOTICE ***

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THE CONFIDENTIALITY OF INTERNET E-MAIL CANNOT BE GUARANTEED.
DO NOT INCLUDE PRIVATE OR CONFIDENTIAL INFORMATION SUCH AS SOCIAL SECURITY
NUMBERS, PASSWORDS, ETC. IN E-MAILS TO US.**

In Re: The Matter of the Sale of:

THE PREMISES AND REAL PROPERTY WITH
BUILDINGS, APPURTENANCES, AND
IMPROVEMENTS AT THE PREMISES, BUILDINGS,
APPURTENANCES, IMPROVEMENTS, AND
REAL PROPERTY AT *****TOWNSHIP, PENNSYLVANIA,
KNOWN AS *****
A MULTI-FAMILY RESIDENTIAL APARTMENT
COMPLEX, OWNED BY *****LLC, SITUATE IN THE COUNTY OF
*****, PENNSYLVANIA, BEING KNOWN AS
***** AS RECORDED IN THE RECORDER'S OFFICE
OF *****, PENNSYLVANIA
ON ***** IN PLAN BOOK VOLUME *****,
PAGE NUMBER ***** INSTRUMENT
*****.

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CRANBERRY
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APARTMENTS
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PLAN
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STIPULATED AGREEMENT REGARDING PROCEEDS FROM THE SALE OF

IT IS HEREBY STIPULATED and agreed upon by and between the parties, the United States of America, by its attorney, James P. Kennedy Jr., United States Attorney for the Western District of New York, Mary Clare Kane, Assistant United States Attorney, of counsel; ***** Esq., of counsel to ***** LLC, *****Title Insurance Company, and ***** Esq., of counsel to ***** LLC and ***** LLC, that the net proceeds from the sale of the above-referenced property (hereinafter referred to as "*****") shall be deposited with the United States Marshal Service for the Western District of Pennsylvania in the form of a certified bank check to be held in its Seized Assets Deposit Fund as the substitute res until resolution is reached in criminal and forfeiture litigation attendant to the case known as United States v. Robert Morgan et al, 18-CR-108-EAW with respect to those proceeds or until further order of the Federal Court.

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Deleted: Old Republic National
Deleted: Landview Title Agency LLC
Deleted: Samuel Silverman
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On May 21, 2019, a federal grand jury returned a Superseding Indictment charging Robert Morgan, Frank Giacobbe, Todd Morgan and Michael Tremetti (the "defendants") with violations of Title 18, United States Code, Sections 1343, 1344, 1349 and 2 as well as Title 18, United States Code, Section 1956(h). Indictment Number 18-CR-108-EAW.

The Superseding Indictment contains three (3) allegations regarding criminal forfeiture and alleges that certain Real Properties are subject to forfeiture, as applicable, pursuant to Title 18, United States Code, Sections 981(a)(1), 982(a)(1), 982(b)(1), 981(a)(1)(C), and Title 28, United States Code, Section 2461(c) in that the Real Properties (1) constitute or are derived from proceeds traceable to the offense of conviction; (2) are property constituting, or derived from proceeds obtained, directly or indirectly, as a result of such offenses of conviction and the commission of violations of Title 18, United States Code, Sections 1343, 1344, 1349 and 2 (Bank and Wire Fraud and Conspiracy); and (3) are involved in such offense and any property traceable to such property and the commission of violations of Title 18, United States Code, Sections 1956(h) (Money Laundering Conspiracy).

While ***** ***** is not specifically referenced in the Forfeiture Allegations of the Superseding Indictment as being subject to forfeiture in the event of conviction, the parties understand that the property may be subject to either civil or criminal forfeiture in the near future.

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A sale of ***** according to the terms and conditions of a certain contract

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entered into on **** **, 2019 between *****/Robert Morgan, Manager, as seller, and ***** LLC by ***** (Authorized Signatory), as purchaser, is pending and set to close on **** **, 2019 or shortly thereafter once the Seller is able to deliver marketable title to the property.

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Deleted: and Freshcorn Square DE 2 LLC
Deleted: Asher Handler
Deleted: June 6

The parties agree that the seller, ***** LLC/Robert Morgan as Manager, shall execute all necessary documents as required by the attorney for this purchase, to transfer clear title to ***** LLC, a bona fide purchaser for value.

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Deleted: Freshcorn Square DE 1
Deleted:
Deleted: and Freshcorn Square DE 2, LLCs,

***** Title Insurance Company as escrow agent for the closing, will pay all valid lienholders, taxes, customary fees and charges attendant to the sale of the real estate in the County of ****, Commonwealth of Pennsylvania, including reasonable attorney fees, and thereafter will make payment of the net proceeds from the sale to the United States Marshals Service in a certified check in an amount provided by a closing statement prepared for the sale of the ***** by ***** Esq., attorney for ***** LLC/ Robert Morgan as Manager, the seller, disclosed to and agreed to by the parties hereto in advance of the closing and ***** Title Insurance Company will tender payment of said net proceeds check to the United States Attorney's Office for the Western District of New York at or immediately after said closing.

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Deleted: or Landview Title Agency, LLC

The United States Marshals Service shall hold the sale proceeds in its Seized Assets Deposit Fund as the substitute res until the conclusion of the pending criminal and any civil or criminal forfeiture litigation in United States v. Robert Morgan, et al, 18-CR-108-EAW or related proceedings, or upon an order of the Court. Notwithstanding anything contained herein, in any forfeiture statute, or in any other provision governing or affecting the rights of third parties not named in the superseding indictment, any such third party claiming an interest in the sale proceeds that are the subject of this Stipulated Agreement may apply to the Court at any time, on notice, for release or other disposition of those funds as provided by federal law.

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The seller agrees that no proceeds shall be caused to be transferred in any manner to ***** LLC, Robert Morgan or any of his family members, agents, other defendants or entities until further federal court order.

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Seller and Purchaser represent that there are no conflicts of interest with respect to the pending sale of *****.

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It is further agreed and stipulated that none of the parties shall be liable to the other for attorney fees, costs, and expenses, interest, or any other relief not specifically provided for in this agreement.

Buffalo, New York, June ** 2019.

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JAMES P. KENNEDY, JR.
United States Attorney

By:

MARY CLARE KANE
Assistant United States Attorney
United States Attorney's Office
Western District of New York
138 Delaware Avenue
Buffalo, New York 14202
(716) 843-5700 ext. 809
Mary.Kane@usdoj.gov

Dated: June 2019

***** Esq.

Rochester, New York
585-***-****
*****@*****.com

Deleted: James Bonsignore
Deleted: Woods Oviatt Gilman, LLP
1900 Bausch and Lomb Place
Deleted: 987
Deleted: 5903
Deleted: jbonsignore
Deleted: woodsoviatt

Dated: June 2019

***** Esq.
***** Law Firm, PLLC

Deleted: Samuel Silverman
Deleted: The Silverman
Deleted: 845-517-0351

Dated: June 2019

Robert Morgan
Manager
***** LLC

Deleted: Cranberry Vista Apartments

Dated: June 2019

* LLCs
Authorized Signatory

Deleted: Asher Handler
Deleted: Freshcorn Square, DE 1&2
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Dated: June 2019

***** Title Insurance
Company

Deleted: Old Republic National
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Dated: June 2019
Landview Title Agency LLC¶

Deleted: ACKNOWLEDGE, AGREED AND CONSENTED
TO BY SECURITIES EXCHANGE COMMISSION, AS
PLAINTIFF, V. ROBERT C. MORGAN, MORGAN
MEZZANINE FUND MANAGER LLC, and MORGAN
ACQUISITIONS LLC, AS DEFENDANTS, 19 CIV. 661
FILED MAY 21, 2019 IN UNITED STATES WESTERN
DISTRICT COURT, WESTERN DISTRICT OF NEW YORK.

Dated: June 2019

SECURITIES EXCHANGE COMMISSION